

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
W.R. GRACE & CO., <i>et al.</i> ,	:	Case No. 01-1139 (JKF)
	:	(Jointly Administered)
	:	
Debtors.	:	Re: D.I. No. 21544
	:	
	:	

**FINAL WITNESS LIST OF LONGACRE MASTER FUND, LTD. AND LONGACRE
CAPITAL PARTNERS (QP), L.P. FOR PHASE II IN COMPLIANCE WITH
THIRD AMENDED CASE MANAGEMENT ORDER**

Longacre Master Fund, Ltd. And Longacre Capital Partners (QP), L.P.

(collectively, “Longacre”), by and through their undersigned attorneys, pursuant to paragraph 3 of the Court’s Third Amended Case Management Order [Docket No. 21544] hereby submit this Final Witness List in connection with the Phase II hearings (the “Hearings”) on confirmation of the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders Dated as of February 27, 2009* (the “Plan”)¹

1. Longacre’s corporate representative to provide evidence necessary to establish the admissibility of any document or exhibit proffered by Longacre;
2. Corporate designee(s) of National Union Fire Insurance Company of Pittsburg, PA and / or any affiliates thereof (collectively, “National Union”) to provide evidence necessary to establish the admissibility of any document or exhibit proffered by Longacre;
3. Longacre’s corporate representative to provide evidence in connection with Longacre’s interest in National Union’s claim, to which the Debtors’ claims agent assigned

¹ Capitalized terms not defined herein have the meanings given to them in the Plan.

claim number 9553 (the “NU Claim”), liquidated pursuant to that certain Settlement Agreement and Mutual Release among Debtors and National Union dated as of November 13, 2007 (the “Settlement Agreement”);

4. National Union’s corporate representative or designee to provide evidence regarding the nature of and basis for National Union’s claim, as well as the Settlement Agreement;

5. James J. Murphy, to provide evidence of all subjects and topics identified herein;

6. Vladimir Jelisavcic;

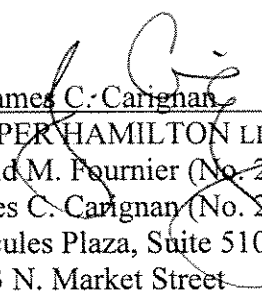
7. Any and all witnesses that have been or which will be identified by any other party pursuant to the CMO or otherwise in connection with the Hearings with respect to the Plan or in connection with any other proposed plan of reorganization to which the CMO may relate.

In addition to the foregoing specifically identified witnesses, Longacre reserves the right to call as witnesses:

- A. Any individual designated at any time as a witness by any other party; and
- B. Any individual identified by any other party in discovery.

Longacre reserves the right to join in any other Final Witness Lists for Phase II of the Hearings. Longacre further reserves the right to revise and/or amend the foregoing list; to make any adjustments or changes thereto as they believe are necessary; and to seek to introduce into evidence any admission made by any party, whether or not such party or person making the admission was identified herein or not. Further, this witness list is submitted without prejudice to (i) the designation or presentation of any and all witnesses that Longacre may deem necessary at the Hearings, and (ii) the rights of Longacre to present no witnesses at the Hearings.

Dated: June 15, 2009
Wilmington, DE



/s/ James C. Carignan
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